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Joshua S. Markowitz, Esq. (State Bar No. 224256)
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OKIMOTO, STUCKY, UKSHINI,
3 MARKOWITZ & CARCIONE, L.L.P.
601 Brewster Avenue
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FILED

JAN 13 2010

7 Attorneys for Plaintiff
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U.S. BANKRUPTCY COURT
SANTA ROSA, CA

10 UNITED STATES BANKRUPTCY COURT
11 NORTHERN DISTRICT OF CALIFORNIA
12 SANTA ROSA DIVISION
13

14 In re:

[S.D.N.Y Bankr. Case No. 09-11010 (REG)]

15 SOLSTICE, LLC, *et al.*,
16

Chapter 11 (Jointly Administered)

17 Debtors.
18 _____ /

Adversary Proceeding No. 09-01186
[Related Adversary Proceeding No. 09-1179]

19 Solstice, LLC

20 Plaintiff,
21

21 vs.
22

DECLARATION OF COUNSEL IN SUPPORT
OF PLAINTIFF'S COMBINED OPPOSITION
TO DEFENDANTS' MOTION TO
TRANSFER VENUE OF REMOVED ACTION
PURSUANT TO 28 U.S.C. § 1412; and TO
DEFENDANTS' APPLICATION FOR
REMOVAL PURSUANT TO 28 U.S.C. § 1452

23 Graham Kos; Tim Wolff; Tim Weller;
Chad Morse; James Kime; Shay LLC;
Beale LLC; Winston & Strawn LLP;
24 Jonathan Cohen; Novogradac & Company
LLP; Jon Krabbenschmidt; Shay Kos; and
25 DOES 1 through 400.
26

Date: January 25, 2010
Time: 10:00 a.m.
Judge: Honorable Alan Jaroslovsky

26 Defendants.
27 _____ /
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DECLARATION OF COUNSEL

I, Joshua S. Markowitz, declare:

1. I am an attorney at law duly licensed to practice law before all the courts of the State of California and am a partner with the Law Offices of Carcione, Cattermole, Dolinski, Okimoto, Stucky, Ukshini, Markowitz & Carcione, L.L.P., the attorney of record for the Plaintiff in this litigation.

2. Appended as Exhibit "1" is a true and correct copy the Order Authorizing the Employment and Retention of Carcione, Cattermole, Dolinski, Okimoto, Stucky, Ukshini, Markowitz & Carcione, LLP As Special Litigation Counsel for the Debtors Pursuant to 11 U.S.C § 327(e), filed in the U.S. Bankruptcy Court Southern District of New York, Case No. 09-11010 (Reg) on August 3, 2009.

I declare under the penalty of perjury that the foregoing is true and correct to the best of my knowledge. Executed on January 11, 2010, at Redwood City, California.

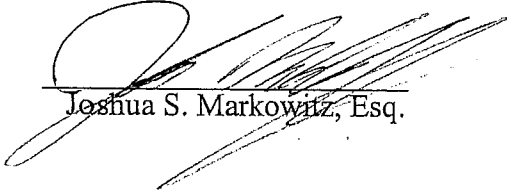

Joshua S. Markowitz, Esq.

Exhibit 1

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

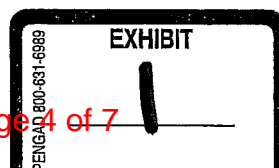
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In re: : Chapter 11
: :
SOLSTICE, LLC, *et al.*, : Case No. 09-11010 (REG)
: (Jointly Administered)
Debtors. :
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**ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION
OF CARCIONE, CATTERMOLLE, DOLINSKI, OKIMOTO, STUCKY,
UKSHINI, MARKOWITZ & CARCIONE LLP AS SPECIAL LITIGATION
COUNSEL FOR THE DEBTORS PURSUANT TO 11 U.S.C. § 327(e)**

Upon of the application dated July 14, 2009 (the "Application") of Solstice, LLC, its management company Solstice Management, LLC, and certain direct or indirect subsidiaries (collectively, the "Subsidiary Debtors")¹, as debtors and debtors-in-possession herein (collectively, the "Debtors") for entry of an order authorizing the Debtors to employ and retain Carcione, Cattermole, Dolinski, Okimoto, Stucky, Ukshini, Markowitz & Carcione LLP ("Carcione") as special litigation counsel for the Debtors, pursuant to Sections 327(e), 328(a) and 1107 of the Bankruptcy Code,² Bankruptcy Rule 2014(a) and Local Rule 2014-1; and upon the declaration of Joseph W. Carcione (the "Carcione Declaration"); and the Court being satisfied based on the representations made in the Application and the Carcione Declaration that Carcione neither holds nor represents any interest adverse to the Debtors or their estates with respect to matters on which Carcione is to be employed; and it appearing that the relief requested

¹ The Subsidiary Debtors consist of the following fourteen (14) entities: (i) Solstice Ownership I, LLC; (ii) Solstice Ownership II, LLC; (iii) Solstice Ownership III, LLC; (iv) Solstice Ownership IV, LLC; (v) Solstice Ownership V, LLC; (vi) Solstice Ownership VI, LLC; (vii) Solstice Ownership VII, LLC; (viii) Sea Vision I, LLC; (ix) Parallel I LLC; (x) Parallel Aspen, LLC; (xi) Parallel Management LLC; (xii) 163 Charles Street No. 4 New York, LLC; (xiii) 163 Charles Street No. 5 New York, LLC; and (xiv) Solstice Ownership 7, S.r.l.

² Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Application.



is in the best interests of the Debtors' estates; and it appearing that this Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and this Application being a core proceeding pursuant to 28 U.S.C. § 157; and adequate notice of the Application and opportunity for objection having been given; and after due deliberation and sufficient cause; it is therefor:

ORDERED, ADJUDGED, AND DECREED:

1. The Application is granted as set forth below.
2. In accordance with Sections 327(e) and 328(a) of the Bankruptcy Code, the Debtors are authorized to employ and retain Carcione as their special litigation counsel on the terms set forth in the Application and the Carcione Declaration.
3. Consistent with the Application and the Carcione Declaration, Carcione will render services relating to, among others, evaluating and, if required, litigating the Actions and all matters related to the Actions.
4. Carcione shall be compensated in accordance with the contingency fee arrangement described in the Application and the Carcione Declaration upon application to the Court pursuant to Section 330 of the Bankruptcy Code.
5. This Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: New York, New York
August 3, 2009

s/ Robert E. Gerber
UNITED STATES BANKRUPTCY JUDGE

3 PROOF OF SERVICE

4 I, the undersigned, declare:

5 I am employed in the County of San Mateo, State of California. I am over the age of
6 eighteen and not a party to this action. My business address is 601 Brewster Avenue,
7 Redwood City, California 94063.

8 On January 11, 2010, I served the attached document(s):

9 • PLAINTIFF'S COMBINED OPPOSITION TO DEFENDANTS' MOTION TO
10 TRANSFER VENUE OF REMOVED ACTION PURSUANT TO 28 U.S.C. § 1412;
and TO DEFENDANTS' APPLICATION FOR REMOVAL PURSUANT TO 28
U.S.C. § 1452

11 • DECLARATION OF COUNSEL IN SUPPORT OF PLAINTIFF'S COMBINED
12 OPPOSITION TO DEFENDANTS' MOTION TO TRANSFER VENUE OF
REMOVED ACTION PURSUANT TO 28 U.S.C. § 1412; and TO DEFENDANTS'
13 APPLICATION FOR REMOVAL PURSUANT TO 28 U.S.C. § 1452

14 X By E-MAIL, I transmitted from electronic notification address
carcionelaw@yahoo.com, a true and correct copy of the above-referenced document(s).

15 X By FEDERAL EXPRESS, for delivery the following business day by placing same for
16 collection in a Federal Express Deposit Box to the business addresses set forth below.

17 Attorney for Defendant Winston & Strawn, LLP & Jonathan Cohen

18 Bob Holtzapple, Esq.

19 C. Brandon Wisoff, Esq.

FARELLA, BRAUN & MARTEL, LLP

235 Montgomery Street

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20 Telephone: (415) 954-4400

Facsimile: (415) 954-4480

21 Co-Counsel for Defendant Winston & Strawn, LLP & Jonathan Cohen

22 John H. MacConaghy, Esq.

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23 Sonoma, CA 95476

Telephone: (707) 935-3205

Facsimile: (707) 935-7051

24 Attorney for Defendant Novogradac & Company & Jon Krabbenschmidt, LLP

25 Howard M. Garfield, Esq.

David P. Borovsky, Esq.

26 LONG & LEVIT, LLP

465 California Street, Suite 500

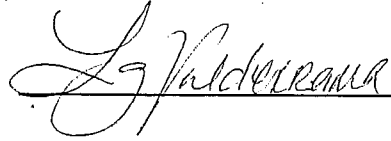
27 San Francisco, CA 94104

28 Telephone: (415) 397-2222

Facsimile: (415) 397-6392

1 I declare under penalty of perjury under the laws of the State of California that the
2 foregoing is true and correct.

3 Executed on the above date at Redwood City, California.

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